

RECORDATION NO.

23128-①

FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

OCT 29 '04 7-54 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

October 29, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of an Addition to Collateral, dated as of October 29, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Indenture previously filed with the Board under Recordation Number 23128.

The name and address of the party to the enclosed document are:

Transferor: Shippers Third LLC  
620 North Second Street  
St. Charles, Missouri 63301

[Indenture  
Trustee: U.S. Bank National Association  
(successor in interest to Firststar Bank)  
425 Walnut  
Cincinnati, OH 45202]

Mr. Vernon A. Williams  
October 29, 2004  
Page Two

A description of the railroad equipment covered by the enclosed document is:  
76 railcars bearing SHPX and ACFX reporting marks and road numbers as set forth in Annex A to the document.

A short summary of the railroad equipment covered by the enclosed document is:

Addition to Collateral

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

OCT 29 '04 7-54 AM

**ADDITION TO COLLATERAL**

**SURFACE TRANSPORTATION BOARD**

This ADDITION TO COLLATERAL (this "**Amendment**") is made as of the 29 day of October, 2004, by SHIPPERS THIRD LLC, a Delaware limited liability company (the "**Company**"). Capitalized terms used herein and not otherwise defined herein shall have the respective meanings ascribed thereto in the Indenture referred to below.

WHEREAS, the Company and U.S. Bank National Association, not in its individual capacity but solely as Trustee (the "**Trustee**") for the benefit of the Noteholders, are parties to the Indenture, dated as of September 28, 2000 (as amended, supplemented and otherwise modified and in effect from time to time, the "**Indenture**"), pursuant to which the Company granted a security interest in certain Equipment and Leases included in the Collateral to the Trustee; and

WHEREAS, the Indenture was recorded on September 28, 2000, with the Surface Transportation Board, Recordation No. 23128, and the Indenture was deposited with the Registrar General of Canada, Recordation No. 12930; and

WHEREAS, the Company desires to (a) add certain Equipment to the Collateral, and (b) add certain Leases to the Collateral;

NOW THEREFORE, the Company hereby agrees as follows:

1. Amendments. The Collateral under the Indenture shall be amended as follows:

The Company hereby Grants to the Trustee, for the benefit and security of the Noteholders, all of the Company's right, title and interest in and to the Equipment more fully described on Schedule 1 hereto (each such item of Equipment, "**Additional Equipment**"), and to the Leases relating to such Equipment (but only to the extent relating to such Equipment) (the "**Additional Leases**"), and agrees that the Additional Equipment and the Additional Leases shall constitute Collateral subject to the Grant of Lien by the Company set forth in the Indenture. The Company hereby represents and warrants that each item of Additional Equipment is Eligible Equipment. The Collateral under the Indenture shall be amended and supplemented by Schedule 1 hereto to include the Additional Equipment more fully described on Schedule 1 hereto and the Additional Leases, and Schedule 1 hereto shall be deemed to be an addition to and part of the Collateral under the Indenture. Each reference to the Collateral in the Indenture shall be deemed to be a reference to the Collateral as amended and supplemented by Schedule 1 hereto, and each reference to the Equipment or Leases under the Indenture shall be deemed to include the Additional Equipment and the Additional Leases, respectively.

2. Ratification. Except as expressly amended and supplemented hereby, the Indenture is and shall remain in full force and effect and is hereby ratified, approved and confirmed in all respects, and no amendment or supplement in respect of any term or condition of the Indenture shall be deemed to be an amendment or supplement in respect of any other term or condition contained in the Indenture or any other Facilities Document. From and after the date of this Amendment, each and every reference in the Indenture or other Facilities Documents to the "Indenture" is deemed for all purposes to reference the Indenture as amended pursuant to this Amendment.

3. Governing Law. This Amendment shall in all respects be governed by, and construed in accordance with, the laws of the State of New York (other than the conflict of law principles thereof (except for Section 5-1401 and Section 5-1402 of the New York General Obligations Law)) and shall be binding upon and inure to the benefit of the Company and each of its Affiliates, the Trustee, each Noteholder, and their respective successors and permitted assigns.

4. Expenses. The Company agrees to reimburse the Trustee upon demand for all expenses of the Trustee (including the reasonable and documented fees and expenses of its legal counsel) in connection with the filing of this Amendment with the United States Surface Transportation Board and the Registrar General of Canada.

*[Signature pages follow.]*

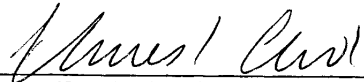
IN WITNESS WHEREOF, the Company has executed and delivered this Amendment as of the date first set forth above.

SHIPPERS THIRD LLC

By: SHIPPERS SECOND LLC, its sole member

By: ACF INDUSTRIES LLC, its sole member

By:



Name: Umesh Choksi

Title: Treasurer

STATE OF Missouri )

) ss.:

COUNTY OF St. Louis )  
County

On this \_\_\_\_ of October, 2004, before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that he is Treasurer of ACF INDUSTRIES LLC, the sole member of the sole member of SHIPPERS THIRRD LLC, that said instrument was signed on the date hereof on behalf of said limited liability company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

W. G. C.

Notary Public



## Schedule 1 to Addition to Collateral

| Lessee<br>Code | Lessee                 | Contract | Rptg<br>Mark | Car<br>Number |
|----------------|------------------------|----------|--------------|---------------|
| 28             | ADM TRANSPORTATION CO. | 77310010 | SHPX         | 450001        |
| 28             | ADM TRANSPORTATION CO. | 77310010 | SHPX         | 450002        |
| 28             | ADM TRANSPORTATION CO. | 77310010 | SHPX         | 450003        |
| 28             | ADM TRANSPORTATION CO. | 77310010 | SHPX         | 450004        |
| 28             | ADM TRANSPORTATION CO. | 77310010 | SHPX         | 450005        |
| 28             | ADM TRANSPORTATION CO. | 77310010 | SHPX         | 450006        |
| 28             | ADM TRANSPORTATION CO. | 77310010 | SHPX         | 450007        |
| 28             | ADM TRANSPORTATION CO. | 77310010 | SHPX         | 450008        |
| 28             | ADM TRANSPORTATION CO. | 77310010 | SHPX         | 450009        |
| 28             | ADM TRANSPORTATION CO. | 77310010 | SHPX         | 450010        |
| 28             | ADM TRANSPORTATION CO. | 77310010 | SHPX         | 450011        |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 43980         |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 43981         |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 43982         |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 43983         |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 43984         |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 43985         |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 43986         |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 43987         |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 43988         |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 43989         |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 43990         |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 43991         |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 43992         |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 43993         |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 43994         |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 43995         |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 43996         |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 43997         |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 43998         |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 450012        |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 450013        |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 450014        |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 450015        |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 450016        |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 450017        |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 450018        |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 450019        |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 450020        |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 450021        |
| 230            | GRAIN PROCESSING CORP  | 7981     | SHPX         | 450022        |
| 235            | PETROMONT INC.         | 7970     | SHPX         | 221566        |
| 235            | PETROMONT INC.         | 7970     | SHPX         | 221567        |
| 235            | PETROMONT INC.         | 7970     | SHPX         | 221568        |
| 235            | PETROMONT INC.         | 7970     | SHPX         | 221569        |
| 235            | PETROMONT INC.         | 7970     | SHPX         | 221570        |
| 235            | PETROMONT INC.         | 7970     | SHPX         | 221571        |
| 235            | PETROMONT INC.         | 7970     | SHPX         | 221572        |

| Lessee<br>Code | Lessee                  | Contract | Rptg<br>Mark | Car<br>Number |
|----------------|-------------------------|----------|--------------|---------------|
| 235            | PETROMONT INC.          | 7970     | SHPX         | 221573        |
| 235            | PETROMONT INC.          | 7970     | SHPX         | 221574        |
| 235            | PETROMONT INC.          | 7970     | SHPX         | 221575        |
| 323            | LUBRIZOL CORPORATION TH | 8009     | SHPX         | 450027        |
| 323            | LUBRIZOL CORPORATION TH | 8009     | SHPX         | 450028        |
| 323            | LUBRIZOL CORPORATION TH | 8009     | SHPX         | 450029        |
| 323            | LUBRIZOL CORPORATION TH | 8009     | SHPX         | 450030        |
| 323            | LUBRIZOL CORPORATION TH | 8009     | SHPX         | 450031        |
| 1258           | EQUISTAR CHEMICALS, LP  | 53470084 | ACFX         | 220420        |
| 1258           | EQUISTAR CHEMICALS, LP  | 53470084 | ACFX         | 220427        |
| 1258           | EQUISTAR CHEMICALS, LP  | 53470084 | ACFX         | 220430        |
| 1258           | EQUISTAR CHEMICALS, LP  | 53470084 | ACFX         | 220435        |
| 1258           | EQUISTAR CHEMICALS, LP  | 53470084 | ACFX         | 220441        |
| 1258           | EQUISTAR CHEMICALS, LP  | 53470084 | ACFX         | 220447        |
| 1258           | EQUISTAR CHEMICALS, LP  | 53470084 | ACFX         | 220456        |
| 1258           | EQUISTAR CHEMICALS, LP  | 53470084 | ACFX         | 220458        |
| 1258           | EQUISTAR CHEMICALS, LP  | 53470084 | ACFX         | 220471        |
| 1258           | EQUISTAR CHEMICALS, LP  | 53470084 | ACFX         | 220479        |
| 1372           | LUZENAC AMERICA, INC.   | 8030     | SHPX         | 450051        |
| 1372           | LUZENAC AMERICA, INC.   | 8030     | SHPX         | 450052        |
| 1372           | LUZENAC AMERICA, INC.   | 8030     | SHPX         | 450053        |
| 1372           | LUZENAC AMERICA, INC.   | 8030     | SHPX         | 450054        |
| 1658           | WESTERN LIME CORPORATIO | 7875     | SHPX         | 43843         |
| 1659           | ERCO WORLDWIDE          | 78860002 | SHPX         | 205994        |
| 1659           | ERCO WORLDWIDE          | 78860002 | SHPX         | 205995        |
| 1659           | ERCO WORLDWIDE          | 78860002 | SHPX         | 205996        |
| 1659           | ERCO WORLDWIDE          | 78860002 | SHPX         | 205997        |
| 1659           | ERCO WORLDWIDE          | 78860002 | SHPX         | 205998        |

76 Cars